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SECRETARY OF STATE
STATE OF IDAHO

Articles of Incorporation of Pilgrim Cove Foundation, Inc.

Pilgrim Cove Foundation, Inc. was incorporated in the State of Idaho on June 16, 1972. Pilgrim Cove Camp property was "sold" for \$1.00 by the Idaho Association of the Intermountain Conference of the United Church of Christ, successor Corporation to the Idaho Conference of Congregational Churches and Ministers, to Pilgrim Cove Foundation, Inc. on September 22, 1972.

AMENDED & RESTATED
ARTICLES OF INCORPORATION
of
PILGRIM COVE FOUNDATION, INC.

September 26, 2008

ARTICLE I

The name of this corporation shall be Pilgrim Cove Foundation, Inc., hereinafter known as the 'Corporation'.

ARTICLE II

The location and post office address of this Corporation is 2201 Woodlawn St., Boise, Ada County, Idaho 83702.

ARTICLE III

The place of general business and the general office of the Corporation shall be in the city of Boise, County of Ada, State of Idaho, but said office may change from time to time to any location within the area served by the Corporation by the Board of Directors of the Corporation.

ARTICLE IV

This Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE V

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article IV hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Corporation shall not carry on any political

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activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE VI

This Corporation shall have the following powers:

- (a) To buy, own, mortgage, lease or accept as a gift, devise or legacy any interest in real or personal property, and to construct, maintain, remove, modify, and operate improvements thereon necessary or incident to carrying out the purposes and objectives of the Corporation described in Article IV hereinabove.
- (b) To hold title to real property.
- (c) To sell any real or personal property or any interest herein it may own; provided that before any sale of real property may be consummated it shall be approved by a two-thirds (2/3) majority of the member churches (with each church having only one vote) at a special meeting called for that purpose. In the event of the Pilgrim Cove Foundation's dissolution of Pilgrim Cove Camp, the Central Pacific Conference [hereinafter "CPC"] is named as a receiver of assets up to an amount equal to the total amount donated to the Pilgrim Cove Foundation from the CPC Widening Our Welcome Campaign. Further, the Pilgrim Cove Foundation Board of Directors [hereinafter "Board"] agrees to form a committee to advise the Idaho Association in disbursing any assets received from the dissolution of the Pilgrim Cove Foundation over and above the amount pledged to the CPC. This committee will be made up of equal representation from the Churches of the Idaho Association (currently nine Churches, nine votes) and collectively the CPC (one entity, one vote) and this committee will be required to make recommendations for dispersal of assets in a manner consistent with the mission of Pilgrim Cove Camp and to sustain outdoor Christian Ministry in southern Idaho.
- (d) To borrow money and issue evidence of indebtedness in furtherance of any and all of the purposes of its affairs and to secure the same by mortgage, pledge, or other lien on the Corporation property.
- (e) To hire a full time manager of the Corporation operations and activities and such other employees as may be necessary.
- (f) To do and perform all acts reasonably necessary to accomplish the purposes and objectives of the Corporation.

ARTICLE VII

This Corporation shall have perpetual existence.

ARTICLE VIII

The membership of this Corporation shall consist of all the individual churches holding membership in the Idaho Association of the United Church of Christ. Each member church is entitled to be represented at annual or special meetings of the Corporation by three (3) delegates, plus an additional delegate for each twenty-five (25) members in excess of the first fifty (50) members, not to exceed a total of eight (8) delegates from any one church. Church membership, for the purpose of this article, shall be determined by the most recent report of the United Church of Christ.

ARTICLE IX

- (a) This Corporation shall be managed and controlled by a Board of Directors, the number and terms of which shall be determined by the By-Laws, provided that the first Board shall consist of fifteen (15) members and shall be elected for a term of one (1) year.
- (b) Board members shall be elected at the annual meeting by delegates selected as provided in Article VII hereinabove. If a director shall be absent, except for reasons of ill health or absence from the country, from three (3) consecutive meetings of the Board of Directors, including regularly scheduled meetings and special meetings duly called and noticed, the board of directors may in its discretion declare the office of such director vacated by reason of neglect, and a successor shall be appointed as provided in the Bylaws.
- (c) A quorum of the Board of Directors necessary to transact business and exercise the powers of the Corporation shall be a simple majority of the Board.
- (d) The Board of Directors, by an affirmative vote by a majority of the whole Board, shall elect a Chairman and such other officers as shall be authorized in the By-Laws.

ARTICLE X

The By-Laws of the Corporation may only be made, altered, amended, or rescinded by a majority vote of the entire Board of Directors, provided, however, no By-Laws, present or future, shall be inconsistent with these Articles of Incorporation.

ARTICLE XI

There shall be an annual meeting of the Corporation, attended by delegates chosen as provided in Article VIII hereinabove, on a date to be determined by the Board of Directors, but which shall coincide, insofar as possible, with the date of the annual meeting of the Idaho Association of the United Church of Christ. The Board of Directors may direct the calling of special meetings at such times and places as may be necessary, and business may be transacted thereat, provided a quorum is present, as defined in Article XII.

The Chairman of the Board of Directors shall, but in case of his/her failure, any other officer of the Corporation may give notice of all special meetings by mail deposited in the post office at the place of general business of the Corporation at least fourteen (14) days prior to the date of such meeting, addressed to each member of the Corporation.

ARTICLE XII

At all meetings of the Corporation, a quorum for all purposes shall consist of representation by a simple majority of all member churches. A member church is deemed to be present when it has one or more delegates in attendance.

ARTICLE XIII

These articles may be amended as provided by the law.

ARTICLE XIV

The Corporation is organized under Chapter 11, Title 30 of Idaho Code, for religious and benevolent work only and not for pecuniary profit, and it shall have no capital stock. Save such salary as this Corporation shall elect or agree to pay its camp manager or other employees for services rendered, no officer, or member of the Board of Directors thereof shall, either direct or indirectly, receive pecuniary gain through its operations.

ARTICLE XV

Upon dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors may determine.

ARTICLE XVI

The private property of the members of this Corporation or their delegates shall not be liable for any obligations or debts of the Corporation, and the enumeration in these articles or any By-Laws of responsibilities and duties of members, officers, or employees, shall not alter the terms of this article or fasten any legal liability upon such persons.

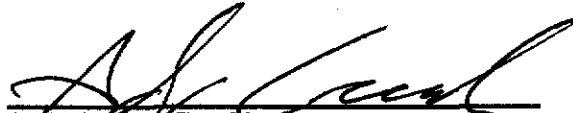
ARTICLE XVII

^{Amended & Restated}
These articles were adopted by a majority vote at the 112th Annual Meeting, Idaho Association, Central Pacific Conference, United Church of Christ, held at the Plymouth Congregational Church, New Plymouth, Idaho, September 28, 2007. All member churches were in attendance and adequate notice as defined in Article XI had been given.


In witness whereof, these amended Articles of Incorporation have been signed by the President and Secretary of the Board of Directors and the Moderator and Scribe of the Idaho Association this 28th day of September, 2008.

PILGRIM COVE FOUNDATION, INC.

IDAHO ASSOCIATION, UNITED
CHURCH OF CHRIST


Andy Creech, President


Laura Creech, Moderator


Jeff Howe, Secretary


Mike Rowe, Scribe